

AGENDA

1 Annual accounts and corporate management.

- 1 A Annual accounts and directors' reports of Banco Santander, S.A. and of its consolidated group for 2021.
- 1 B Consolidated statement of non-financial information for 2021, which is part of the consolidated directors' report.
- 1 C Corporate management for 2021.

2 Application of results obtained during 2021.

3 Board of directors: appointment, re-election or ratification of directors.

- 3 A Setting of the number of directors.
- 3 B Appointment of Mr Germán de la Fuente.
- 3 C Re-election of Mr Henrique de Castro.
- 3 D Re-election of Mr José Antonio Álvarez.
- 3 E Re-election of Ms Belén Romana.
- 3 F Re-election of Mr Luis Isasi.
- 3 G Re-election of Mr Sergio Rial.

4 Re-election of the external auditor for financial year 2022.

5 Amendments of the Bylaws.

- 5 A Amendment of Articles 6 (*form of the shares*) and 12 (*transfer of shares*).
- 5 B Amendment of Article 16 (*capital reduction*).
- 5 C Amendment of Article 19 (*issuance of other securities*).
- 5 D Amendment of Article 26 (*right to attend the meeting*).
- 5 E Amendment of Articles 45 (*secretary of the board*) and 29 (*presiding committee of the general shareholders' meeting*).
- 5 F Amendment of Article 48 (*executive chair*).
- 5 G Amendment of Article 52 (*audit committee*).
- 5 H Amendment of articles relating to remuneration matters: Article 58 (*compensation of directors*), Article 59 (*approval of the director remuneration policy*) and Article 59 bis (*transparency of the director compensation system*).
- 5 I Insertion of a new Article 64 bis (*prior authorisation for the payment of dividends other than in cash or own funds instruments*).

6 Amendments of the Rules and Regulations for the General Shareholders' Meeting.

- 6 A Amendment of Article 6 (*information available as of the date of the call to meeting*).
- 6 B Amendment of Article 13 (*presiding committee of the general shareholders' meeting*).
- 6 C Amendment of articles relating to remote attendance at the meeting by electronic means: elimination of the Additional Provision (*attendance at the shareholders' meeting by distance means of communication in real time*), insertion of a new Article 15 bis (*remote shareholders' meeting*) and amendment of Article 19 (*proposals*).
- 6 D Amendment of Article 17 (*presentations*).

7 Share capital.

- 7 A Authorisation to the board of directors to increase the share capital on one or more occasions and at any time, within a period of 3 years, by means of cash contributions and by a maximum nominal amount of €4,335,160,325.50. Delegation of the power to exclude pre-emptive rights.
- 7 B Reduction in share capital in the amount of €129,965,136.50, through the cancellation of 259,930,273 own shares. Delegation of powers.
- 7 C Reduction in share capital in the maximum amount of €865,000,000, through the cancellation of a maximum of 1,730,000,000 own shares. Delegation of powers.
- 7 D Reduction in share capital in the maximum amount of €867,032,065, equivalent to 10% of the share capital, through the cancellation of a maximum of 1,734,064,130 own shares. Delegation of powers.

8 Remuneration.

- 8 A Directors' remuneration policy.
- 8 B Setting of the maximum amount of annual remuneration to be paid to all the directors in their capacity as such.
- 8 C Approval of maximum ratio between fixed and variable components of total remuneration of executive directors and other employees belonging to categories with professional activities that have a material impact on the risk profile.
- 8 D Deferred Multiyear Objectives Variable Remuneration Plan.
- 8 E Application of the Group's buy-out regulations.
- 8 F Annual directors' remuneration report (consultative vote).

9 Authorisation to the board and grant of powers for conversion into public instrument.